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THE EXCHANGE HAS NEITHER APPROVED NOR DISAPPROVED THE INFORMATION CONTAINED IN THIS FILING STATEMENT, WHICH IS A REPRODUCTION OF THE ORIGINAL FILED WITH THE EXCHANGE BY THE COMPANY AND IS ISSUED FOR INFORMATION PURPOSES ONLY. THIS FILING STATEMENT IS NOT TO BE REPRODUCED IN WHOLE OR IN PART WITHOUT THE WRITTEN APPROVAL OF THE TORONTO STOCK EXCHANGE.

File B

TORONTO STOCK EXCHANGE

FILING STATEMENT No. 872.
FILED, FEBRUARY 7th. 1963.

LEXINDIN GOLD MINES LIMITED

Full corporate name of Company

Companies Act (Ontario) - Letters Patent dated February 27, 1945

Particulars of incorporation (e.g., Incorporated under Part IV of the Corporations Act (Ontario) by Letters Patent dated May 1st, 1957).

FEB 18 1963

FILING STATEMENT

(To be filed with respect to any material change in a company's affairs, including among other things, an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.	(a) Reorganization of the capital structure of the Company (on the basis of 1 new share for each 5 old shares) and change of name (see Schedule "A" of this Filing Statement on page 3). (b) Underwriting of 200,000 reorganized shares and collateral options (see Paragraph 6); (c) Acquisition of mining property (see Paragraph 11) (d) Reorganization or board of directors (see Paragraph 3)
2. Head office address and any other office address.	Room 405, 25 Adelaide Street West, Toronto, Ontario
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	PRESENT OFFICERS AND DIRECTORS OF THE COMPANY

Office	Name and Address	Occupation
President and Director	L. Pancer 121 Richmond St.West Toronto, Ontario	Professional Engineer
Vice-President and Director	Sydney Rosen 121 Richmond St.West Toronto, Ontario	Executive
Secretary-Treasurer and Director	Allan Pyzer 12 Richmond St.East Toronto, Ontario	Chartered Accountant
Director	David Fine 4100 Bathurst St. Toronto, Ontario	Chartered Accountant
Director	B. Davis c/o Davis Tobacco Limited 162 Queens Quay East Toronto, Ontario	Wholesale Tobacconist

UPON ACCEPTANCE OF THIS FILING STATEMENT THE OFFICERS AND DIRECTORS WILL BE AS FOLLOWS:

President and Director	S. A. Perry 1 Benvenuto Place Toronto, Ontario	Corporate Secretary and Mining Executive
Vice-President and Director	George Pattison 235 Dawlish Ave. Toronto, Ontario	Corporate Secretary and Mining Executive
Secretary-Treasurer and Director	Robert Bell 7 Hi Mount Road Willowdale, Ontario	Corporate Secretary and Mining Executive
Director	Harold Lewis Mondrow, 186 Acton Avenue, Downsview, Ontario.	Broker
Director	Gordon Henry Hawker, 1246 Crossfield Blvd., Port Credit, Ontario.	Accountant

4. Share capitalization showing authorized and issued and outstanding capital.	The Company has an authorized capital of 5,000,000 shares of the par value of $1.00 each, all of which are issued and outstanding.
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	None

6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	Within three business days of the receipt of Supplementary Letters Patent (the date of such receipt being referred to hereafter as the "effective date") reorganizing the capital of the Company and changing its name (see Schedule "A" page 3 hereto), Bernette Corporation Limited, 121 Richmond Street West, Toronto, Ontario, on behalf of its clients, will purchase 200,000 new shares of the Company at 25¢ per share, and in consideration of such purchase will be granted the option to purchase an additional 800,000 new shares of the Company, as follows: 200,000 shares at 25¢ per share within 3 months of the effective date; 200,000 shares at 30¢ per share within 6 months of the effective date; 200,000 shares at 35¢ per share within 9 months of the effective date; and 200,000 shares at 40¢ per share within 12 months of the effective date.
7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	In entering into the agreement referred to in Item 6 above, Bernette Corporation Limited was acting solely on behalf of its clients, Marbill Corporation Limited, 3 Stratheden Road, Toronto, Ontario, and Hillmount Investments Limited, 121 Richmond Street West, Toronto, Ontario, who each have a 50% interest in the underwriting and in the options. The only person having a greater than 5% interest in Marbill Corporation Limited is William Plexman, 3 Stratheden Road, Toronto, Ontario. The only persons having a greater than 5% interest in Hillmount Investments Limited are Harry P. Bregman, 11 Model Avenue, Downsview, Ontario and Mrs. Ethel Mondrow, 186 Acton, Downsview, Ontario.
8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	None
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	The Company plans to carry out development work on the 33 mining claims in Bosquet Township, Quebec, in implementation of the recommendations contained in the Report of F.C.Knight, Consulting Engineer, dated February 1, 1963, which accompanies this Filing Statement. The nature and extent of the overall development program will depend on the results encountered in the course of work to be carried out. The proceeds of the aforementioned underwriting (and monies, if any, accruing from the exercise of options) will be applied to provide funds to carry out the aforementioned development program, to discharge the Company's outstanding liabilities as shown in the accompanying Financial Statements, to acquire necessary equipment and for general administrative purposes.
10. Brief statement of company's chief development work during past year.	The Company has not carried out any development work during the past year.
11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	The Company has entered into an agreement dated February 4, 1963, with William Plexman, 3 Stratheden Road, Toronto, Ontario, to acquire 33 mining claims situated in the Township of Bosquet, Electoral District of Rouyn, Noranda, Quebec, and being claims 1 to 3 on Miner's Certificate 199219 and claims 1 to 5 on Miner's Certificates 199213 to and including 199218, for the price or consideration of $1000. cash and 200,000 new shares of the Company as reorganized, of which 90% will be held in escrow subject to release only upon the written consent of the Toronto Stock Exchange. Reference is made to the attached Report of F.C.Knight, Consulting Engineer, dated February 1,1963, for particulars relating to these claims . As indicated in Schedule "A" hereto, this transaction is subject to approval by the Company's shareholders at a special general meeting to be called.
12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	None. However, William Plexman has agreed to grant Hillmount Investments Limited, referred to in item 7, an option for three years of purchasing at one cent per share, all or any part of 90,000 of the shares accruing to Mr. Plexman in accordance with the particulars set forth in item 11.
13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	None
14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	Not Applicable

This is Schedule "A" referred to in the annexed Filing Statement of Lexindin Gold Mines Limited

The Company will call an annual and special general meeting of its shareholders at which meeting the shareholders will be asked to consider, and if deemed appropriate, approve, subject to any variations proposed at the meeting, special resolutions respecting the three undernoted matters. For a special resolution to be approved, not less than two-thirds of the votes cast at the meeting must be voted in favour of the special resolution. Unless all three special resolutions are approved, none of the matters covered by any of the three special resolutions will be proceeded with. The three matters covered by the special resolutions and to be voted on by the shareholders are:

(a) The reorganization of the Company's capital by cancelling pro rata 4,000,000 of the 5,000,000 shares now issued, and subsequently increasing the capital of the Company so that same will consist of 5,000,000 shares of the par value of $1.00 each of which 1,000,000 shares will be issued and outstanding immediately after the issue of supplementary letters patent effecting such reorganization. The number of shares issued and outstanding will be increased by a further 200,000 shares following the issuance of shares pursuant to the provisions of paragraph 11. As incidental to the aforegoing reorganization, the name of the Company will be changed to Norlex Mines Limited.

(b) The underwriting and option agreement referred to in Item 6.

(c) The acquisition of the 33 mining claims referred to in Item 11.

FINANCIAL STATEMENTS

FISHER, NISKER & COMPANY

LEXINDIN GOLD MINES LIMITED
(Incorporated under the laws of the Province of Ontario)

BALANCE SHEET

AS AT DECEMBER 31, 1962

ASSETS

Current assets		
Cash		$ 8.57
Investments, at cost		
Marketable securities (market value $287.00)	$ 6,068.00	
Other securities (no quoted value)	20,000.00	26,068.00
Fixed assets (Note 4)		
Mining claims, at cost ($20,000.00 cash and $72,250.00 attributed to 425,000 shares of capital stock issued for the claims)	$ 92,250.00	
Other mining claims, reduced to nominal value	1.00	92,251.00
Deferred expenditures		
Exploration and administrative expenditures, per statement		52,372.60
		$170,700.17

LIABILITIES

Current liabilities (Note 1)			
Accounts payable		$ 17,556.09	
Loans payable		3,935.00	$ 21,491.09
Capital and deficit			
Capital stock (Notes 3 and 5)			
Authorized: 5,000,000 shares, par value $1.00 each			
Issued and fully paid:			
5,000.000 shares	$5,000,000.00		
Less - discount	3,189,300.85	$1,810,699.15	
Deficit, per statement		1,661,490.07	149,209.08
			$170,700.17

The accompanying notes are an integral part of the financial statements.

Approved on behalf of the Board of Directors:

. . . . . (Director)

. . . . . (Director)

LEXINDIN GOLD MINES LIMITED

DEFERRED EXPLORATION AND ADMINISTRATIVE EXPENDITURES

FOR THE YEAR ENDED DECEMBER 31, 1962

Exploration expenditures			
Balance, December 31, 1961		$117,328.94	
Additions during 1962:			
Property taxes	$1,266.50		
Miner's license	100.00	1,366.50	
		$118,695.44	
Less - expenditures written off to deficit, being applicable to the claims that have been written down to a nominal value		73,799.35	$44,896.09
Administrative expenditures			
Balance, December 31, 1961		$ 59,395.89	
Less - administrative expenditures apportioned to mining claims abandoned or sold prior to January 1, 1962 - transferred to deficit (Note 2)		40,900.00	
		$ 18,495.89	
Additions during 1962:			
Annual report	$ 192.60		
Audit fees	165.00		
Share certificate cost	58.02		
Government fees and taxes	60.00		
Miscellaneous	405.00	880.62	
		$ 19,376.51	
Less - administrative expenditures apportioned to mining claims which have been written down to a nominal value - written off to deficit		11,900.00	7,476.51
Total deferred expenditures			$ 52,372.60

LEXINDIN GOLD MINES LIMITED

STATEMENT OF DEFICIT

FOR THE YEAR ENDED DECEMBER 31, 1962

Balance, December 31, 1961		$1,518,369.93
Add - administrative expenditures apportioned to mining claims abandoned or sold in prior years - transferred from deferred expenditures (Note 2)		40,900.00
		$1,559,269.93
Additions during 1962		
Amount written off cost of a group of mining claims to reduce to nominal value	$48,081.41	
Exploration expenditures incurred thereon	73,799.35	
Administrative expenditures apportioned thereon	11,900.00	133,780.76
		$1,693,050.69
Deductions during 1962		
Liabilities waived by creditors (Note 1)	$30,161.30	
Liabilities written off	1,399.32	31,560.62
Balance, December 31, 1962		$1,661,490.07

LEXINDIN GOLD MINES LIMITED

STATEMENT OF SOURCE AND APPLICATION OF FUNDS

FOR THE YEAR ENDED DECEMBER 31, 1962
(Prepared from the books of the company without audit)

Source of funds		
Liabilities waived by creditors (Note 1)	$30,161.30	
Liabilities written off	1,399.32	$31,560.62
Application of funds		
Exploration expenditures	$ 1,366.50	
Administrative expenditures	880.62	2,247.12
Increase in working capital (see below)		$29,313.50

Working capital changes	December 31, 1961	December 31, 1962	Increase in Working Capital (Decrease)
Current assets			
Cash	$ 8.57	$ 8.57	$ -
Current liabilities			
Accounts payable	$42,214.59	$17,556.09	$24,658.50
Loans payable	8,590.00	3,935.00	4,655.00
	$50,804.59	$21,491.09	$29,313.50
Working capital	($50,796.02)	($21,482.52)	$29,313.50

LEXINDIN GOLD MINES LIMITED

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 1962

Note 1 - Waiver of liabilities

Certain creditors have agreed to reduce the company's indebtedness to them by a total amount of $30,161.30. The financial statements give effect to this reduction, which is contingent upon the payment by the company of the balances due to these creditors (total sum of $16,675.00), by March 31, 1963.

Note 2 - Change in accounting policy

In past years the cost of acquisition of mining claims plus the exploration expenditures incurred thereon were written off to deficit upon their abandonment or other disposal. The company has now decided to write off toe deficit a portion of administrative expenditures (as well as the exploration expenditures) when properties are disposed of. A retroactive adjustment has been made to give effect to this policy for mining claims disposed of in prior years.

Note 3 - Proposed reorganization

On February 4, 1963 the Board of Directors initiated a special resolution authorizing the company to make application for supplementary letters patent changing the name of the company to Norlex Mines Limited and reorganizing the company's capital stock as follows:

(a) decrease the authorized capital from $5,000,000.00 to $1,000,000.00 by cancelling pro rata 4,000,000 issued shares;

(b) increase the authorized capital from $1,000,000.00 to $5,000,000.00 by creating an additional 4,000,000 shares with a par value of $1.00 each ranking on a parity with the existing shares.

This resolution is subject to approval by the company's shareholders.

Note 4 - Acquisition of mining claims

By an agreement dated February 4, 1963, the company agreed to purchase 33 unpatented mining claims in the Township of Bouquet, Quebec, for $1,000.00 and 200,000 shares of capital stock as reorganized.

Note 4 - (cont'd) This agreement is conditional on the approval by the company's shareholders by March 15, 1963 of the special resolution mentioned in Note 3 above, the approval of a special resolution ratifying this agreement and the approval of a special resolution ratifying the underwriting and option agreement mentioned in Note 5 below. It is further conditional upon supplementary letters patent being received not later than March 31, 1963 and on the shares of the company as reorganized being called for trading on the Toronto Stock Exchange by not later than March 31, 1963.

Note 5 - Underwriting and option agreement

By agreement dated February 4, 1963, an underwriter has agreed to purchase 200,000 capital shares of the company as reorganized at 25¢ per share payable within three business days of the "effective date". (the "effective date" is the date of the receipt of supplementary letters patent reorganizing the capital structure as mentioned in Note 1 above.)

In consideration of the foregoing purchase, the company granted the underwriter the option to purchase all or any part of an additional 800,000 reorganized shares exercisable as follows:

200,000 shares at 25¢ per share, exercisable within 3 months of the "effective date"
200,000 shares at 30¢ per share exercisable within 6 months of the "effective date"
200,000 shares at 35¢ per share exercisable within 9 months of the "effective date"
200,000 shares at 40¢ per share exercisable within 12 months of the "effective date"

This agreement is conditional on the approval by the company's shareholders by March 15, 1963 of the special resolution mentioned in Note 3 above, the approval of a special resolution ratifying the acquisition of the mining claims mentioned in Note 4 above, and the approval of a special resolution approving this agreement. It is further conditional upon supplementary letters patent being received not later than March 31, 1963 and on the shares of the company as reorganized being called for trading on the Toronto StockExchange by not later than March 31, 1963.

Fisher, Nisker & Company

CHARTERED ACCOUNTANTS

62 RICHMOND STREET WEST
TORONTO, ONTARIO

AUDITORS' REPORT

To the Shareholders of
Lexindin Gold Mines Limited

We have examined the balance sheet of Lexindin Gold Mines Limited as at December 31, 1962 and the statements of deferred exploration and administrative expenditures and deficit for the year ended on that date. Our examination included a general review of the accounting procedures and such tests of accounting records and other supporting evidence as we considered necessary in the circumstances.

In our opinion the accompanying balance sheet and statements of deferred exploration and administrative expenditures and deficit present fairly the financial position of the company as at December 31, 1962 and its activities for the year ended on that date, in accordance with generally accepted accounting principles applied on a basis consistent with that of the preceding year except for the change, in which we concurr, described in Note 2 to the financial statements.

Fisher, Nisker & Company

Toronto, Ontario,
February 8, 1963.

Chartered Accountants.

ENGINEER'S REPORT

Note - The following are excerpts from a report by F.C. Knight, B.Sc., P.Eng., dated February 1, 1963 on the mining claims located in Bousquet Township, District of Rouyn-Noranda, Province of Quebec. A complete copy of this report is on file at the Toronto Stock Exchange.

HISTORY

The subject acreage includes the northern half of the former Cassels Duval Syndicate holdings and the western portion of the property of Vaughan Mines Ltd. The most northerly acreage of the former holdings of Norgold Mines Ltd. is included in license 199218, claims 1, 2 and 3 at the south-easterly end of the subject property.

In 1939 and 1940, Greater Malartic Gold Mines held the acreage that now includes the south westerly one-third of the property.

In addition, the above acreage was held by the Dome Exploration Co. Limited in 1947.

There are no records as to any detailed exploratory work having been conducted on the acreage since the above companies held it.

CONCLUSIONS AND RECOMMENDATIONS

Although the outcrop areas on the subject acreage are limited to about 5% of the total, sulphide mineralization has been observed extensively within sericite schist portions of the acidic rocks in the central and southerly parts of the property.

The majority of the known sulphide deposits in the district - including those of ore category - have been found in volcanic rocks, frequently acid pyroclastics and flow breccias. The larger portion of the acidic rocks on the property is masked by overburden and therefore defies successful exploration by surface prospecting and geological mapping.

Therefore it is recommended that an electro-magnetic type geophysical survey be conducted over the entire property, as a preliminary step in the investigation of it for sulphide deposits that may be present but obscured by the overburden.

Based on the results of this geophysical survey work, a decision as to the investigation of any anomalous conditions by diamond drilling can be decided upon at a later date.

It is estimated that approximately 35 miles of survey work will be required at the following costs:

Line cutting - 35 miles at $45/mile	$1,757.00
Geophysical survey - 35 miles at $70/mile	2,450.00
Total	$4,025.00

CERTIFICATE

I, Frederick C. Knight of the City of Toronto, in the Province of Ontario, hereby certify as follows:

1. That I am a practising Mining Engineer with offices at Suite 403 - 25 Adelaide Street West, Toronto, Ontario.
2. That I am a graduate of Queen's University, Kingston, Ontario, hold the degree of B.Sc. in Mining Engineering and am a member of the Association of Professional Engineers of the Province of Ontario.
3. That I have no interest either directly or indirectly and I do not expect to receive any interest either directly or indirectly in the property covered in this report or in the securities of Lexindin Gold Mines Limited.
4. That the accompanying report is not based on a personal examination of the property and it is considered that no new factual information could be gained from such an examination at this time. The report is based on personal knowledge of the area and on publications, which references are incorporated into the report.
5. That this certificate applies to Lexindin Gold Mines Limited Claims 1 -5 inclusive of Licenses 199213 to 199218 inclusive and Claims 1 - 3 of License 199219, all situated in Bousquet Township, District of Rouyn-Noranda, in the Province of Quebec.

DATED at Toronto, Ontario this 1st day of February, 1963.

Frederick C. Knight, B.Sc., P.Eng.

15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	J.P.Cannon & Co.Ltd. 376,675 shares 372 Bay Street, Toronto, Ontario Draper Dobie & Co.Ltd. 287,700 shares 25 Adelaide Street West, Toronto, Ontario James Richardson & Sons 244,275 shares 173 Portage Ave. East, Winnipeg, Manitoba E.T.Lynch & Co. 140,700 Dominion Bank Bldg. Toronto, Ontario Norris Adams Limited 130,000 200 Bay Street, Toronto, Ontario The Company does not know who are the beneficial owners of the above shares.
16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	None. However, on a solicitation of proxies, it might be said that management would be in a position to materially affect control of the Company.
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	Security / Cost / Market 4100 shares Titan Petroleum Corporation Limited $6068.00 $287.00 200,000 shares Alaska Canadian Corporation (obtained in 1958 in exchange for mining claims in Northwest Territories) $20,000. nil
18. Brief statement of any lawsuits pending or in process against company or its properties.	None
19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.	None
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	There are no other material facts. Reference is made to Note No. 1 of the accompanying Financial Statements reflecting that certain creditors have agreed to reduce the Company's indebtedness to them by a total amount of $30,161.30 providing the balance due to them in the sum of $16,675.00 is paid by March 31, 1963. Upon the underwriting and optioning agreement referred to in Item 6 becoming effective, shares of the Company will be in the course of primary distribution to the public.

DATED February 4, 1963

CERTIFICATE OF THE COMPANY

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

LEXINDIN GOLD MINES LIMITED

by: "S. Rosen" _____ Vice-President

CORPORATE SEAL

"A. Pyzer" _____ Secretary

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

BERNETTE CORPORATION LIMITED

"H.L. Mondrow" by: _____ PRESIDENT

"H.P. Bregman" _____ SEC TREAS